

ISL CONSULTING LIMITED

CIN: L67120GJ1993PLC086576

Regd Office: 501, 5th Floor, Abhijeet-II, Above Standard Chartered Bank, Nr. Mithakhali Six Road,
Ahmedabad-380009 Ph: 079-40030351/40030352 Fax: 079-30077352

Email: innogroup@gmail.com Website: www.islconsulting.in

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the members of **ISL CONSULTING LIMITED** will be held on Friday, 22nd day of February, 2019 at 11 A.M. at 404, Aniket Building, Nr. Municipal Market, C. G. Road, Ahmedabad-380009, Gujarat, India to transact the following business:

SPECIAL BUSINESS:

1. Amendment to Clause 4 of the Articles of Association of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions contained in Section 61, Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under (including any statutory modification(s), amendment(s) or re-enactment(s) thereof), the existing Clause 4 of the Memorandum of Association of the Company be and is hereby amended and substituted thereof by the following clause:

“The Authorised Share Capital of the Company is Rs. 12,00,00,000/-(Rupees Twelve Crore) divided into 2,40,00,000 (Two Crore Forty Lakh) Equity Shares of Rs. 5/- (Rupees Five Only) each fully paid-up with power to increase, reduce or modify the same.”

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company.”

2. Amendment to Clause V of the Memorandum of Association of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions contained in Section 61, Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under (including any statutory modification(s), amendment(s) or re-enactment(s) thereof), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted thereof by the following clause:

“The Authorised Share Capital of the Company is Rs. 12,00,00,000/-(Rupees Twelve Crore) divided into 2,40,00,000 (Two Crore Forty Lakh) Equity Shares of Rs. 5/- (Rupees Five Only) each fully paid-up.”

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company.”

3. Sub-division of Fully paid-up Equity Shares of the Company from Face Value of Rs. 10/- per shares to Rs.5/- per share:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of Articles of Association of the Company and subject to other approval(s), consent(s), permission(s) and sanctions, if any, required from any authority, consent of the Members be and is hereby accorded to sub-divide each Equity Share of the Company having Face value of Rs.10/- (Rupees Ten only) fully paid-up into 2 (Two) Equity Shares having Face Value of Rs. 5/- (Rupees Five Only) each fully paid-up on such date as may be fixed by the Board of Directors of the Company for this purpose (herein referred as the “Record date”).

RESOLVED FURTHER THAT pursuant to sub-division of the Equity Shares of the Company, the authorized, issued, subscribed and paid up Equity Share Capital of 1 (one) Equity Share of the Face value Rs. 10/- (Rupees Ten only) each shall stand sub-divided into 2 (Two) Equity Shares of the Face value of Rs. 5/- (Rupee Five Only) each from the Record Date subject to the terms of Memorandum and Articles of Association and shall rank pari passu in all respects with and carry the same rights as the existing fully paid- up Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the allottees of the new Equity Shares of Rs. 5/-(Rupee Five Only) each on sub-division and the Company may, without requiring the surrender of existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing share certificate(s), within the period prescribed or that may be prescribed in this behalf, from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to: (a) execute and file necessary applications, declarations, and other documents with Stock Exchanges, Depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto; and (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution."

By order of the Board of Directors

Place: Ahmedabad

Date: January 12, 2019

Regd. Office:

**501, 5th Floor, Abhijeet-II, Above Standard Chartered Bank, Nr. Mithakhali Six Road,
Ahmedabad-380009, Gujarat | CIN: L67120GJ1993PLC086576 | Tel: 079 40030352**

Email: innogroup@gmail.com | Website: www.islconsulting.in

**Ankit J. Shah
Managing Director
(DIN: 02695987)**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxy form duly completed and signed should reach the company's Registered Office not later than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
2. Corporate Members are requested to send in advance, duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend the Extra Ordinary General Meeting.
3. The documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the company on all working days except Sunday(s) and public holidays, between 11:00 A.M. to 06:00 P.M. up to the date of the meeting.
4. As a measure of economy, copies of Notice will not be distributed at the Extra Ordinary General Meeting. Members are requested to bring their copy of the Notice while attending the Extra Ordinary General Meeting.
5. The Notice of the EGM of the Company has also been uploaded on the Company's website www.islconsulting.in
6. **Voting through Electronic means:**
In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members a facility of e-voting ("remote e-voting) system. Accordingly, a member may exercise his right to vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions. The Cut-off Date for E-voting shall be February 15, 2019.

The facility for voting through ballot paper shall also be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the EGM by Ballot Paper.

The instructions for remote e-voting are as under.

PART A – REMOTE E-VOTING PROCESS:

1. Open your web browser during the voting period and log on to the remote e-voting Website: www.evotingindia.com
2. Click on "Shareholders" to cast your vote(s).
3. Please enter User ID –
 - a. For account holders in CDSL :- Your 16 digits beneficiary ID
 - b. For account holders in NSDL :- Your 8 Character DP ID followed by 8 digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Enter the image verification as displayed and click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax department. <ol style="list-style-type: none"> a. For members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN Field. b. In case of sequence number is less than 8 digits enter the applicable number of 0's (zero) before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in

Bank Details OR Date of Birth (DOB)	your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in Instruction No. 3
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7. After entering the details appropriately, click on “SUBMIT” tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. Click on EVSN for the relevant <Company Name> on which you choose to vote.
10. On the voting page, you will see “Resolution Description” and against the same the option ‘YES/NO’ for voting. Select the relevant option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
11. Click on the “Resolution File Link” if you wish to view the entire resolution details.
12. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
13. Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take a print of the voting done by you by clicking on “Click here to print” option on the Voting page.
15. If demat account holder has forgotten the login password then enter the USER ID and image verification code and click on Forgot Password & enter the details as prompted by the system.
16. Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates. A scanned copy of Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. After receiving the login details a Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

PART B - COMMENCEMENT OF REMOTE E-VOTING PERIOD AND OTHER REMOTE E-VOTING INSTRUCTIONS

1. The remote e-Voting period commences on February 19, 2019 (9:00 AM) and ends on February 21st, 2019 (5:00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date (record date) of February 15, 2019, may cast their vote electronically. The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company.
3. CS Keyur J. Shah, Practicing Company Secretary (Membership No. : FCS 9559; CP No. 8814) (Address: 408, Chitrarath Complex, Opp. Municipal Market, Off. C.G. Road, behind Hotel President, Navrangpura-380009) has been appointed as the Scrutinizer to scrutinize the remote e-voting/physical voting process.
4. The results declared along with the scrutinizer’s report shall be placed on the Company’s website www.islconsulting.in and on the website of CDSL <https://www.evotingindia.com> within three days after the conclusion of Extra Ordinary General Meeting of the Company and shall also be communicated to BSE Limited where the shares of the company are listed.
5. The resolutions shall be deemed to be passed on the date of EGM, subject to receipt of sufficient votes.
6. For members holding shares in physical form, the password and default number can be used only for remote e-voting on the resolutions given in the notice.

7. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL remote e-voting system in future. The same may be used in case the member forgets the password and the same needs to be reset.
8. In case you have any queries or issues regarding remote e-Voting, you may refer the Frequently Asked Questions (“FAQs”) and remote e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

CONTACT DETAILS

1. **Company** : ISL Consulting Limited (CIN: L67120GJ1993PLC086576)
2. **Registered Office** : 501, 5th Floor, Abhijeet – II, Above Standard Chartered Bank, Nr. Mithakhali Six Road, Ahmedabad – 380 009
Email ID: innogroup@gmail.com
3. **Registrar & Transfer Agent** : M/s. Purva Sharegistry (India) Pvt. Ltd.
9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (E), Mumbai – 400 011
Email ID: busicomp@gmail.com
4. **Remote E-Voting Agency** : Central Depository Services (India) Limited
Email ID: helpdesk.evoting@cdslindia.com
5. **Scrutinizer** : CS Keyur J. Shah
Practicing Company Secretary
Email ID: cs.keyurshah@gmail.com

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1, 2 & 3:

The Equity Shares of the Company are listed and being traded on the BSE Ltd. With a view to enhance the investor base of the company by encouraging the participation of the small investors and also to increase the liquidity of the equity shares of the Company, the Board of Directors at its meeting held on January 12, 2019 has recommended to sub-divide the nominal value of the equity share of the Company from Rs. 10/- per share to Rs. 5/- per share, subject to approval of Member at the ensuing Extra-Ordinary General Meeting. Accordingly, each fully paid up equity share of nominal value Rs. 10/- (Rupees Ten Only) of the Company, existing on the record date as may be fixed by the Board of Directors, shall stand sub divided into 2 (two) equity shares of Nominal Value of Rs. 5/- (Rupee Five only) each fully paid up. The record date for the aforesaid sub division of the equity shares will be fixed after the approval of the shareholders is obtained, pursuant to this Extra-Ordinary General Meeting.

Consequent upon the sub-division of shares, the Authorised Share Capital of the Company of Rs. 12,00,00,000/- (Rupees Twelve Crores only) would comprise of 2,40,00,000 (Two Crores Forty Lakh) Equity Shares of Rs. 5/- (Rupees Five only) each fully paid-up and the issued, subscribed and paid up capital of the Company is divided into 2,40,00,000 (Two Crores Forty Lakh) equity shares of Rs. 5/- (Rupees Five only) each fully paid-up amounting to Rs. 12,00,00,000/- (Rupees Twelve Crores only).

The proposed sub division of equity shares of the Company from Rs. 10/- (Rupee Ten Only) per equity share to Rs. 5/- (Rupees Five Only) per equity share, requires consequential alteration of the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be altered in the manner set out in Resolution at Item No. 2

The Board recommends the item No. 1, 2 and 3 (all Special Resolution) of the notice, for approval of the Members.

A copy of the Memorandum of Association and Articles of Association of the Company along with the proposed amendments is available for inspection by the members at the registered Office of the Company on all working days during the office hours of the Company till the conclusion of the Extra-Ordinary General Meeting.

None of the Directors / key managerial personnel of the Company or their relatives are deemed to be concerned or interested in the Resolutions mentioned at Item No.1, 2 and 3 of the Notice except to the extent of shares held by them, if any, in the Company.

By order of the Board of Directors

Place: Ahmedabad

Date: January 12, 2019

Regd. Office:

**501, 5th Floor, Abhijeet-II, Above Standard Chartered Bank, Nr. Mithakhali Six Road,
Ahmedabad-380009, Gujarat | CIN: L67120GJ1993PLC086576 | Tel: 079 40030352**

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**Ankit J. Shah
Managing Director
(DIN: 02695987)**



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ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING – 22nd, FEBRUARY, 2019

DP ID* :

Client ID* :

Folio No. :

No. of Shares held :

I / We hereby record my / our presence at Extra Ordinary General Meeting of the Company on 22nd, February, 2019 at 404, Aniket Building, Nr. Municipal Market, C.G. Road, Ahmedabad-380009, Gujarat.

Name of the Shareholder

Address of the Shareholder
.....
.....

Signature of the Shareholder.....

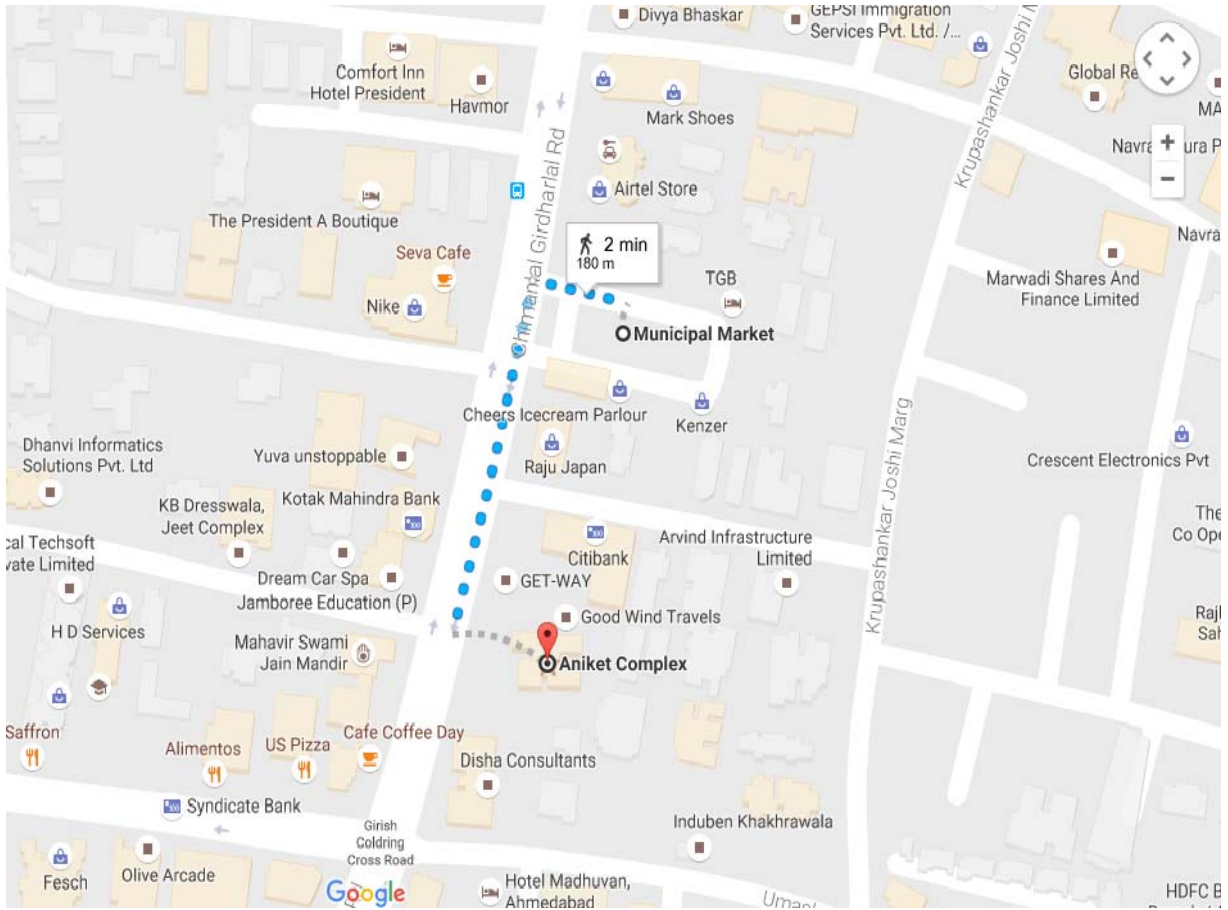
NOTE: Shareholders are requested to bring Attendance Slip duly filled in and hand over the slip at the entrance of the meeting venue.

* Applicable for shares held in electronic form.

Route Map to EGM Venue:

Venue: 404, Aniket Building, Nr. Municipal Market, C.G. Road, Ahmedabad-380009

Landmark: Municipal Market





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CIN: L67120GJ1993PLC086576

Regd Off.: 501, 5th Floor, Abhijeet-II, Above Standard Chartered Bank, Nr. Mithakhali Six Road, Ahmedabad-380009

FORM NO. MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L67120GJ1993PLC086576
Name of Company : ISL Consulting Limited
Registered Office : 501, Abhijeet-II, Above Standard Chartered Bank, Nr. Mithakhali Six Road, Ahmedabad-380009, Gujarat

Name of the member(s) :
Registered Address :
E-mail ID :
Folio No. / Client ID :
DP ID :

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

1. Name : _____
Address : _____
Email ID : _____
Signature : _____, or failing him
2. Name : _____
Address : _____
Email ID : _____
Signature : _____, or failing him
3. Name : _____
Address : _____
Email ID : _____
Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra Ordinary General Meeting of the Company, to be held on 22nd day, February, 2019 at 11:00 AM at 404, Aniket Building, Nr. Municipal Market, C.G. Road, Ahmedabad-380009, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. Amendment to Clause 4 of the Articles of Association of the Company
2. Amendment to Clause V of the Memorandum of Association of the Company
3. Sub-division of Fully paid-up Equity Shares of the Company from Face Value of Rs. 10/- per shares to Rs.5/- per share

Signed this _____ day of _____ 2019

Signature of shareholder:

Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

Affix
Revenue
Stamp